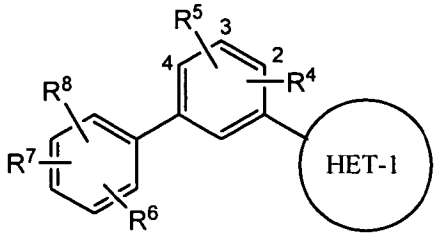
In the Claims

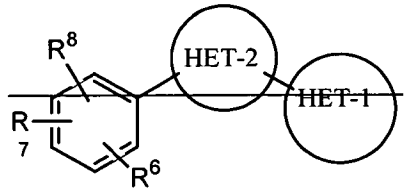
Amend Claims 1, 7-9, 11, 22, 24-31, 37, and 45. Cancel claims 3-6, 10, 21, 23, 32, 41, 42, and 46-58.

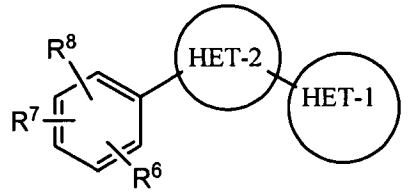
1. (Currently Amended) A compound represented by Formula (I) or (II):




(I)

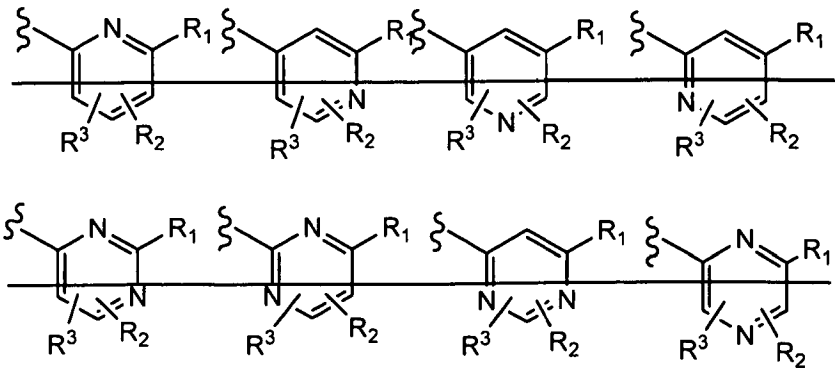
or

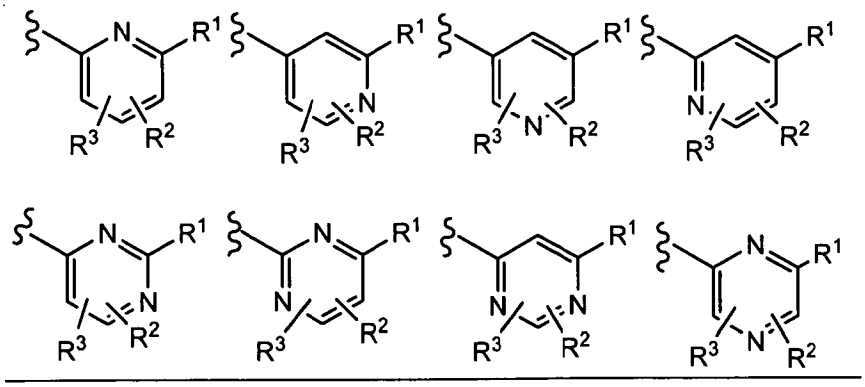


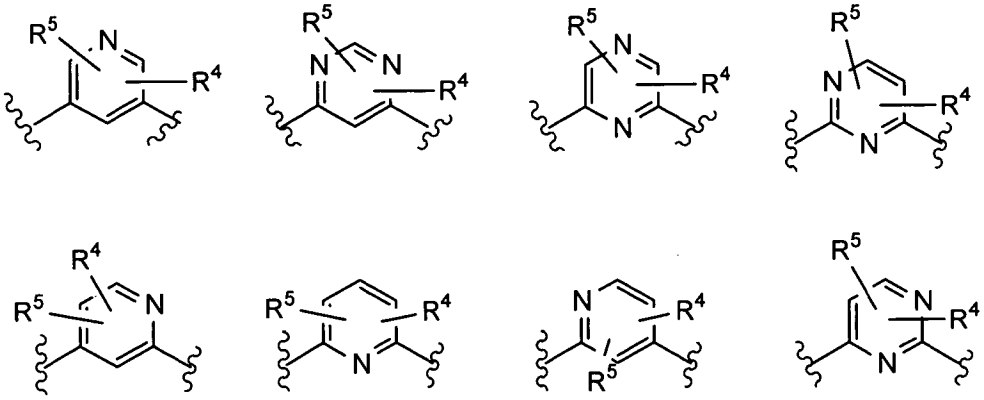

(II)

or a pharmaceutically acceptable salt thereof, wherein
HET-1 is one of the following heterocycles:





HET-2 is one of the following heterocycles:



$R^1$ is:

(a) H;

(b) $C_1$-$C_6$-alkyl, $C_2$-$C_4$-alkenyl, $C_2$-$C_4$-alkynyl,$C_1$-$C_6$-cycloalkyl, or $C_1$-$C_4$-alkyl-[$C_1$-$C_6$-cycloalkyl], any of which is optionally substituted with one or more of the following substituents: F, $CF_3$, OH, O-($C_1$-$C_4$)alkyl, S(O)$_{0\text{-}2}$-($C_1$-$C_4$)alkyl, O-CONR$^a$R$^b$, NR$^a$R$^b$, N(R$^a$)CONR$^a$R$^b$, COO-($C_1$-$C_4$)alkyl, COOH, CN, CONR$^a$R$^b$, $SO_2$NR$^a$R$^b$, N(R$^a$)$SO_2$NR$^a$R$^b$, -C(=NH)$NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) -O- $C_1$-$C_6$-alkyl, -O-$C_1$-$C_6$-cycloalkyl, -S-$C_1$-$C_6$-alkyl or -S-$C_1$-$C_6$-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, $CF_3$, OH, O-($C_1$-$C_4$)alkyl, S(O)$_{0\text{-}2}$-($C_1$- $C_4$)alkyl, O-CONR$^a$R$^b$, NR$^a$R$^b$, N(R$^a$)CONR$^a$R$^b$, COO-($C_1$-$C_4$)alkyl, COOH, CN, CONR$^a$R$^b$, $SO_2$NR$^a$R$^b$, N(R$^a$)$SO_2$NR$^a$R$^b$, -C(=NH)$NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl,

thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(d) -$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl, or -O-$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl;

(e) -OH;

(f) -O-aryl, or –O-$C_1$-$C_4$-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -$NO_2$, iv) –C(=O)($R^a$), v) -O$R^a$, vi) -N$R^a$$R^b$, vii) -$C_0$-4alkyl-CO-O$R^a$, viii) -($C_0$-4alkyl)-NH-CO-O$R^a$, ix) -($C_0$-4alkyl)-CO-N($R^a$)($R^b$), x) -S(O)$_{0-2}$$R^a$, xi) -$SO_2$N($R^a$)($R^b$), xii) -N$R^a$$SO_2R^a$, xiii) -$C_1$-10alkyl, and xiv) -$C_1$-10alkyl,wherein one or more of the alkyl carbons can be replaced by a -N$R^a$-, -O-, -S(O)$_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N($R^a$)-, -N($R^a$)-C(O)-, -N($R^a$)-C(O)-N($R^a$)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C- ;

(g) -OCON($R^a$)( $R^b$), or -$OSO_2$N($R^a$)( $R^b$);

(h) -SH, or -SCON($R^a$)( $R^b$);

(i) $NO_2$;

(j) N$R^a$$R^b$, -N(CO$R^a$)$R^b$, -N($SO_2R^a$)$R^b$, -N($R^a$)CON($R^a$)$_2$ , -N($R^a$)$CONH_2$, -N(O$R^a$)CON$R^a$$R^b$ , -N($R^a$)CON($R^a$)$_2$ , or -N($R^a$)$SO_2$N($R^a$)$_2$;

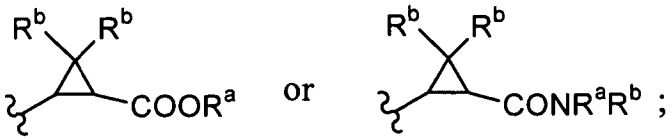
(k) -CH(O$R^a$)$R^a$, -C(O$R^b$)$CF_3$, -CH(N$HR^b$)$R^a$, -C(=O)$R^a$, C(=O)$CF_3$, -$SOCH_3$, -$SO_2CH_3$, -N($R^a$)$SO_2R^a$, CO$OR^a$, CN, CON$R^a$$R^b$, -COCON$R^a$$R^b$, -$SO_2$N$R^a$$R^b$, -$CH_2$O-$SO_2$N$R^a$$R^b$, $SO_2$N($R^a$)O$R^a$, -C(=NH)$NH_2$, -C$R^a$=N-O$R^a$, CH=CHCON$R^a$$R^b$ , CON$R^a$, CONH$R^a$;

(l) -CON$R^a$($CH_2$)$_{0-2}$C($R^a$)( $R^b$)($CH_2$)$_{0-2}$CON$R^a$$R^b$;

(m) tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidozolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 independent substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -$NO_2$, iv) -C(=O)$R^a$, v) $C_1$-$C_6$-alkyl , vi) -O-$R^a$, vii) -N$R^a$$R^b$ , viii) - $C_0$-$C_4$-alkyl -CO-O $R^a$, ix) -( $C_0$-$C_4$-alkyl)-NH-CO-O$R^a$, x) -($C_0$-$C_4$-alkyl)-CO-N$R^a$ $R^b$, xi) –S(O)$_{0-2}$$R^a$, xii) -$SO_2$N$R^a$$R^b$ , xiii) -N$HSO_2R^a$, xiv) –$C_1$-$C_4$-perfluoroalkyl, and xv) –O-$C_1$-$C_4$-perfluoroalkyl;

(n) -C($R^a$)=C($R^b$)-CO$OR^a$, or -C($R^a$)=C($R^b$)-CON$R^a$$R^b$ ;

(o) piperidin-1-yl, morpholin-4-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-susbstituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from



i) -CN, ii) -C(=O)($R^a$), iii) $C_1$-$C_6$-alkyl , iv) -$OR^a$, v) -$NR^aR^b$, vi) -$C_0$-$C_4$-alkyl-CO-$OR^a$, vii) -($C_0$-$C_4$-alkyl)-NH-CO-$OR^a$, viii) -($C_0$-$C_4$-alkyl)-CON($R^a$)($R^b$), ix) -$SR^a$, x) -$S(O)_{0-2}R^a$, xi) -$SO_2N(R^a)(R^b)$, xii) -$NR^aSO_2R^a$ xiii) -$C_1$-$C_4$-perfluoroalkyl and xiv) -O-$C_1$-$C_4$-perfluoroalkyl;

$R^a$ is

(a) H;

(b) $C_1$-$C_4$-alkyl, optionally substituted with one or more of the following substituents: F, $CF_3$, OH, O-($C_1$-$C_4$)alkyl, $S(O)_{0-2}$-($C_1$-$C_4$)alkyl, -$OCONH_2$, -OCONH($C_1$-$C_4$alkyl), -OCON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), -OCONH($C_1$-$C_4$alkyl-aryl), -OCON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl-aryl), $NH_2$, NH($C_1$-$C_4$alkyl), N($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), NH($C_1$-$C_4$alkyl-aryl), N($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl-aryl), $NHCONH_2$, NHCONH($C_1$-$C_4$alkyl), NHCONH($C_1$-$C_4$alkyl-aryl), -NHCON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), NHCON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl-aryl), N($C_1$-$C_4$alkyl)CON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), N($C_1$-$C_4$alkyl)CON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl-aryl), COO-($C_1$-$C_4$-alkyl), COOH, CN, $CONH_2$, CONH($C_1$-$C_4$alkyl), CON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), $SO_2NH_2$, $SO_2NH$($C_1$-$C_4$alkyl), $SO_2NH$($C_1$-$C_4$alkyl-aryl), $SO_2N$($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), $NHSO_2NH_2$, -C(=NH)$NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) $C_0$-$C_4$-alkyl-($C_1$-$C_4$)-perfluoroalkyl; or

(d)$C_1$-$C_4$-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -$NO_2$, iv) –C(=O)($C_1$-$C_4$-alkyl), v) -O($C_1$-$C_4$-alkyl), vi) -N($C_1$-$C_4$-alkyl)($C_1$-$C_4$-alkyl), vii) -$C_{1-10}$alkyl, and viii) -$C_{1-10}$alkyl,wherein one or more of the alkyl carbons can be replaced by a , - O-, -$S(O)_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C- ;

$R^b$ is

(a) H; or

(b) $C_1$-$C_6$-alkyl, optionally substituted with one or more of the following substituents: F, $CF_3$, OH, O-($C_1$-$C_4$)alkyl, $S(O)_{0-2}$-($C_1$-$C_4$)alkyl, -$OCONH_2$, -OCONH($C_1$-$C_4$alkyl), $NH_2$, NH, NH($C_1$-$C_4$alkyl), N($C_1$-$C_4$alkyl), N($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), $NHCONH_2$, NHCONH($C_1$-$C_4$alkyl), -NHCON($C_1$-$C_4$alkyl)($C_1$-$C_4$alkyl), COO-($C_1$-$C_4$-alkyl),

COOH, CN, pyridyl, piperidinyl, pyrimidinyl, piperazinyl, $CONH_2$ or ($C_1$-$C_4$alkyl)$CONH_2$ ; or

$R^a$ and $R^b$, together with the N to which they are attached, can form a 5- or 6-membered ring which optionally contains a heteroatom selected from N, O, and S, and wherein said ring is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -$NO_2$, iv) –C(=O)($R^a$), v) -$OR^a$, vi) -$NR^aR^b$, vii) -$C_0$-$_4$alkyl-CO-$OR^a$, viii) -($C_0$-$_4$alkyl)-NH-CO-$OR^a$, ix) -($C_0$-$_4$alkyl)-CO-N($R^a$)($R^b$), x) -S(O)$_{0-2}R^a$, xi) -$SO_2$N($R^a$)($R^b$), xii) -$NR^aSO_2R^a$, xiii) -$C_1$-$_{10}$alkyl, and xiv) –O-;

$R^2$ and $R^3$ each independently is:

(a) H;

(b) - $C_1$-$C_4$-alkyl, or -O-$C_1$-$C_4$-alkyl;

(c) -$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl, or -O-$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl; or

(d) CN, N $R^a$ $R^b$, $NO_2$, F, Cl, Br, I, OH, OCONR$^a$ $R^b$, O($C_1$-$C_4$-alkyl)CONR$^a$ $R^b$ ,-$OSO_2$NR$^a$ $R^b$, COOR$^a$ , or CONR$^a$ $R^b$;

$R^4$ and $R^5$ each independently is:

(a) H;

(b) -$C_1$-$C_6$-alkyl, -$C_2$-$C_6$-alkenyl, -$C_2$-$C_6$-alkynyl or -$C_1$-$C_6$-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, $CF_3$, -O-($C_1$-$C_4$)alkyl, CN, -N($R^a$)($R^b$), -N($R^a$)CO-($C_1$-$C_4$)alkyl, COOR$^b$, CON($R^a$)($R^b$) and phenyl;

(c) -O-$C_0$-$C_6$-alkyl, -O-aryl, or -O-$C_1$-$C_4$-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -$NO_2$, iv) –C(=O)($R^a$), v) -$OR^a$, vi) -$NR^aR^b$, vii) -$C_0$-$_4$alkyl-CO-$OR^a$, viii) -($C_0$-$_4$alkyl)-NH-CO-$OR^a$, ix) -($C_0$-$_4$alkyl)-CO-N($R^a$)($R^b$), x) -S(O)$_{0-2}R^a$, xi) -$SO_2$N($R^a$)($R^b$), xii) -$NR^aSO_2R^a$, xiii) -$C_1$-$_{10}$alkyl, and xiv) -$C_1$-$_{10}$alkyl,wherein one or more of the alkyl carbons can be replaced by a -NR$^a$-, - O-, -S(O)$_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N($R^a$)-, -N($R^a$)-C(O)-, -N($R^a$)-C(O)-N($R^a$)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

(d) -$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl, or -O-$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl; or

(e) CN, $NH_2$, $NO_2$, F, Cl, Br, I, OH, OCON($R^a$)($R^b$) O($C_1$-$C_4$-alkyl)CONR$^a$R$^b$, -$OSO_2$N($R^a$)($R^b$), COOR$^b$, CON($R^a$)($R^b$), or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected

from i) F, Cl, Br, I, ii) -CN, iii) -$NO_2$, iv) –C(=O)($R^a$), v) -$OR^a$, vi) -$NR^aR^b$, vii) -$C_{0-4}$alkyl-CO-$OR^a$, viii) -($C_{0-4}$alkyl)-NH-CO-$OR^a$, ix) -($C_{0-4}$alkyl)-CO-N($R^a$)($R^b$), x) -S(O)$_{0-2}R^a$, xi) -$SO_2N(R^a)(R^b)$, xii) -$NR^aSO_2R^a$, xiii) -$C_{1-10}$alkyl, and xiv) -$C_{1-10}$alkyl,wherein one or more of the alkyl carbons can be replaced by a -$NR^a$-, - O-, -S(O)$_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N($R^a$)-, -N($R^a$)-C(O)-, -N($R^a$)-C(O)-N($R^a$)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C; and

$R^6$, $R^7$ and $R^8$ each independently is:

(a) H;

(b) $C_1$-$C_6$-alkyl, $C_2$-$C_4$-alkenyl, $C_2$-$C_4$-alkynyl or $C_1$-$C_6$-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, $CF_3$, OH, O-($C_1$-$C_4$)alkyl, OCON($R^a$)($R^b$), $NR^aR^b$ , $COOR^a$ , CN, $CONR^aR^b$, N($R^a$)$CONR^aR^b$ , N($R^a$)$SO_2NR^aR^b$ , $SO_2NR^aR^b$, S(O)$_{0-2}$($C_1$-$C_4$-alkyl), -C(=NH)$NH_2$ , tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, and piperazinyl;

(c) -O- $C_1$-$C_6$-alkyl, -O-$C_1$-$C_6$-cycloalkyl, -S-$C_1$-$C_6$-alkyl or -S-$C_1$-$C_6$-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, $CF_3$, OH, O-($C_1$-$C_4$)alkyl, $NH_2$, NH($C_1$-$C_4$-alkyl), N($C_1$-$C_4$-alkyl)$_2$, COOH , CN, $CONH_2$, CONH($C_1$-$C_4$-alkyl), CONH($C_1$-$C_4$-alkyl)$_2$, $SO_2NH_2$, $SO_2$NH($C_1$-$C_4$-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(d) -$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl, or -O-$C_0$-$C_4$-alkyl-$C_1$-$C_4$-perfluoroalkyl;

(e) -O-aryl, or -O-$C_1$-$C_4$-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -$NO_2$, iv) –C(=O)($R^a$), v) -$OR^a$, vi) -$NR^aR^b$, vii) -$C_{0-4}$alkyl-CO-$OR^a$, viii) -($C_{0-4}$alkyl)-NH-CO-$OR^a$, ix) -($C_{0-4}$alkyl)-CO-N($R^a$)($R^b$), x) -S(O)$_{0-2}R^a$, xi) -$SO_2N(R^a)(R^b)$, xii) -$NR^aSO_2R^a$, xiii) -$C_{1-10}$alkyl, and xiv) -$C_{1-10}$alkyl,wherein one or more of the alkyl carbons can be replaced by a -$NR^a$-, - O-, -S(O)$_{1-2}$-, -O-C(O)-, -C(O)-O-, -C(O)-N($R^a$)-, -N($R^a$)-C(O)-, -N($R^a$)-C(O)-N($R^a$)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C; or

(f) CN, N($R^a$)($R^b$), $NO_2$, F, Cl, Br, I, -$OR^a$, -$SR^a$, -OCON($R^a$)($R^b$), -$OSO_2N(R^a)(R^b)$, $COOR^b$, CON($R^a$)($R^b$), -N($R^a$)CON($R^a$)($R^b$), -N($R^a$)$SO_2N(R^a)(R^b)$, -C($OR^b$)$R^a$, -

$C(OR^a)CF_3$, $-C(NHR^a)CF_3$, $-C(=O)R^a$, $C(=O)CF_3$, $-SOCH_3$, $-SO_2CH_3$, $-NHSO_2(C_{1-6}$-alkyl), $-NHSO_2$-aryl, $SO_2N(R^a)(R^b)$, $-CH_2OSO_2N(R^a)(R^b)$, $SO_2N(R^b)$-$OR^a$, $-C(=NH)NH_2$, $-CR_a=N$-$OR_a$, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) $-NO_2$, iv) $-C(=O)(R^a)$, v) $-OR^a$, vi) $-NR^aR^b$, vii) $-C_{0-4}$alkyl-CO-$OR^a$, viii) $-(C_{0-4}$alkyl)-NH-CO-$OR^a$, ix) $-(C_{0-4}$alkyl)-CO-$N(R^a)(R^b)$, x) $-S(O)_{0-2}R^a$, xi) $-SO_2N(R^a)(R^b)$, xii) $-NR^aSO_2R^a$, xiii) $-C_{1-10}$alkyl, and xiv) $-C_{1-10}$alkyl,wherein one or more of the alkyl carbons can be replaced by a $-NR^a-$, -O-, $-S(O)_{1-2}-$, -O-C(O)-, -C(O)-O-, $-C(O)-N(R^a)-$, $-N(R^a)-C(O)-$, $-N(R^a)-C(O)-N(R^a)-$, -C(O)-, -CH(OH)-, -C=C-, or -C≡C; or when $R^6$ and $R^7$ are present on adjacent carbon atoms, $R^6$ and $R^7$, together with the benzene ring to which they are attached, can form a bicyclic aromatic ring selected from naphthyl, indolyl, quinolinyl, isoquinolinyl, quinoxalinyl. benzofuryl, benzothienyl, benzoxazolyl, benzothiazolyl, and benzimidazolyl, any of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) $-NO_2$, iv) –CHO, v) $-O-C_{1-4}$alkyl, vi) $-N(C_{0-4}$alkyl)($C_{0-4}$alkyl), vii) $-C_{0-4}$alkyl-CO-O($C_{0-4}$alkyl), viii) $-(C_{0-4}$alkyl)-NH-CO-O($C_{0-4}$alkyl), ix) $-(C_{0-4}$alkyl)-CO-N($C_{0-4}$alkyl)($C_{0-4}$alkyl), x) $-S(C_{0-4}$alkyl), xi) $-S(O)(C_{1-4}$alkyl), xii) $-SO_2(C_{0-4}$alkyl), xiii) $-SO_2N(C_{0-4}$alkyl)($C_{0-4}$alkyl), xiv) $-NHSO_2(C_{0-4}$alkyl)($C_{0-4}$alkyl), xv) $-C_{1-10}$alkyl and xvi) $-C_{1-10}$alkyl in which one or more of the carbons can be replaced by a $-N(C_{0-6}$alkyl)-, -O-, $-S(O)_{1-2}-$, -O-C(O)-, -C(O)-O-, -C(O)-$N(C_{0-6}$alkyl)-, $-N(C_{0-6}$alkyl)-C(O)-, $-N(C_{0-6}$alkyl)-C(O)-$N(C_{0-6}$alkyl)-, -C(O)-, -CH(OH), -C=C-, or -C≡C-;

with the proviso that compounds of formula I exclude compounds wherein one of $R^4$ and $R^5$ is hydrogen and the other is 2-OH and two of $R^6$, $R^7$, and $R^8$ are hydrogen and the other is –OH in the para position;

and excluding 4-(4-aminophenyl)-6-(4'-methoxybiphenyl-3-yl)pyrimidin-2-amine.

2. (Original) The compound according to Claim 1 represented by Formula (I), or a pharmaceutically acceptable salt thereof.

3. (Cancelled)

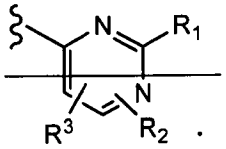
4. (Cancelled)

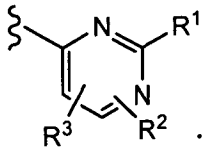
5. (Cancelled)

6. (Cancelled)

7. (Currently Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

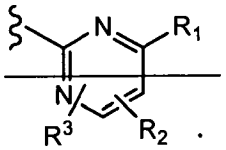
HET-1 is

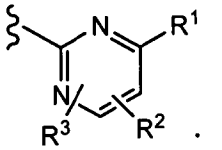




8. (Currently Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

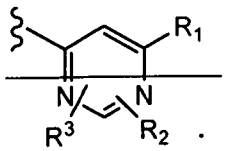
HET-1 is

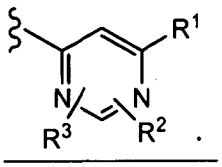




9. (Currently Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is





10. (Cancelled)

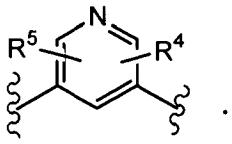
11. (Currently Amended) The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

R~~6~~6 is other than H and is attached at the ortho position.

12. (Original) The compound according to Claim 1 represented by Formula (II), or a pharmaceutically acceptable salt thereof.

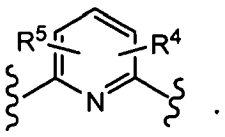
13. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



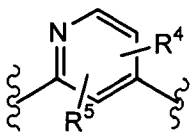
14. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



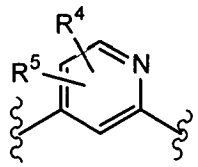
15. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



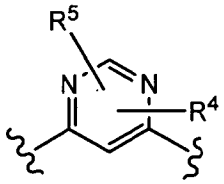
16. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



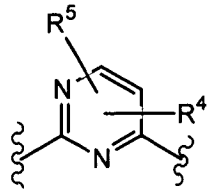
17. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



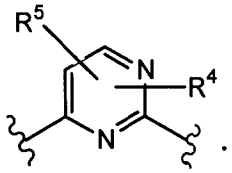
18. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



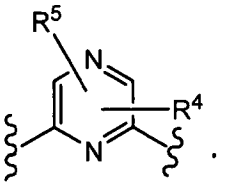
19. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-2 is



20. (Original) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

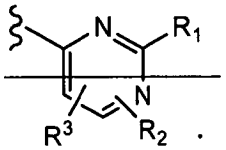
HET-2 is

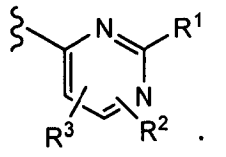


21. (Cancelled)

22. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

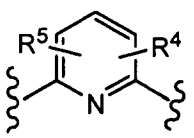
HET-1 is





and

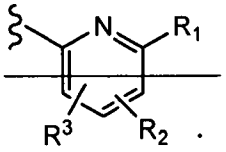
HET-2 is



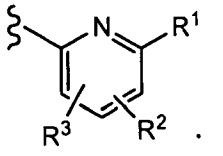
23. (Cancelled)

24. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



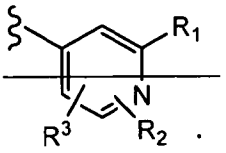
.



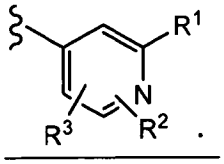
.

25. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



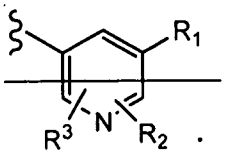
.



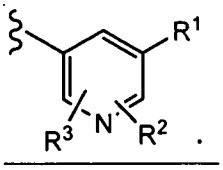
.

26. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is

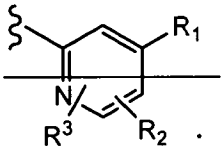


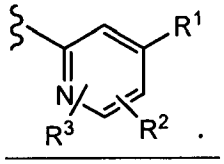
.



27. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

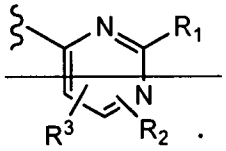
HET-1 is

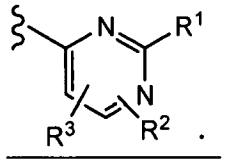




28. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

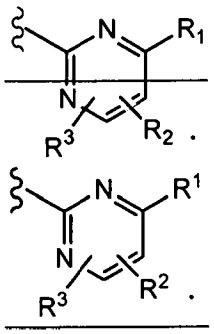
HET-1 is





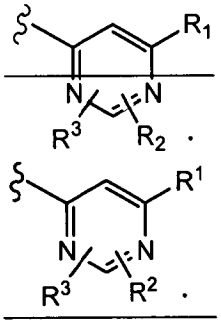
29. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



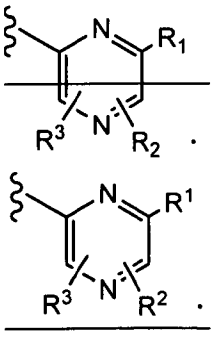
30. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



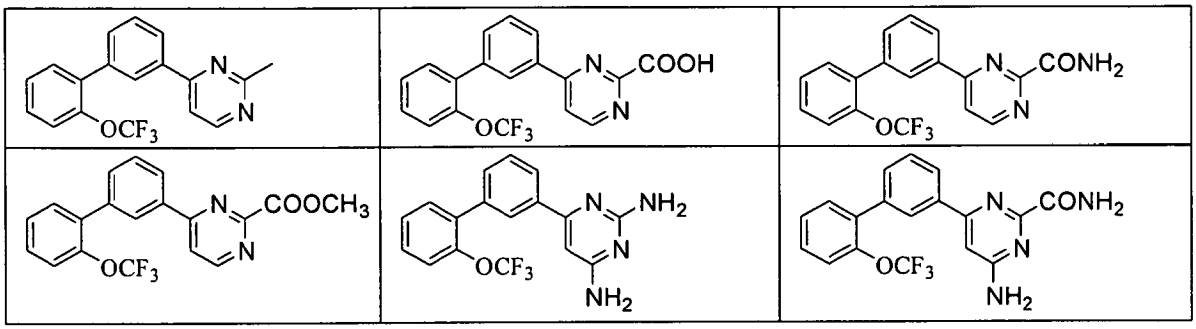
31. (Currently Amended) The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

HET-1 is



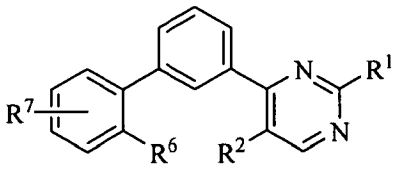
32. (Cancelled)

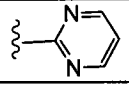
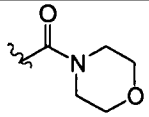
33. (Original) A compound represented by

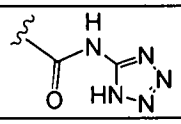
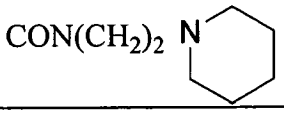
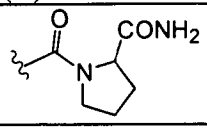


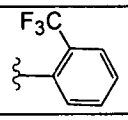
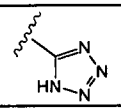
or a pharmaceutically acceptable salt thereof.

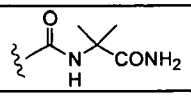
34. (Original) The compound of Claim 1 represented by

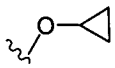
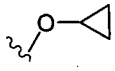
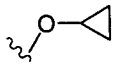
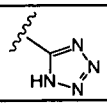


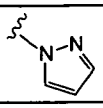
| R6 | R7 | R2 | R1 |
|---|---|---|---|
| $OCF_3$ | H | H | H |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H | $-SCH_3$ |
| $OCF_3$ | H | H | $-SO_2CH_3$ |
| $OCF_3$ | H | H | $-SOCH_3$ |
| $OCF_3$ | H | H | $NH_2$ |
| $OCF_3$ | H | H | $NHSO_2CH_3$ |
| $OCF_3$ | H | H | $N(SO_2CH_3)_2$ |
| $OCF_3$ | H | H | $NHCO(CH_3)_3$ |
| $OCF_3$ | H | H | $CON(CH_3)OCH_3$ |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H | $CH_3CO$ |
| $OCF_3$ | H | H | $CONHC(CH_3)_2COOCH_3$ |

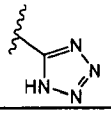
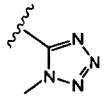
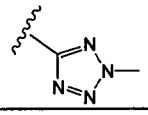
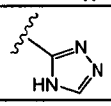
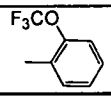
| $R^6$ | $R^7$ | $R^2$ | $R^1$ |
|---|---|---|---|
| $OCF_3$ | H | H | $CONHCH_2CH_2CN$ |
| $OCF_3$ | H | H | $CONHC(CH_3)_2COOH$ |
| $OCF_3$ | H | H | $CONHC(CH_3)_2CONH_2$ |
| $OCF_3$ | H | H | $CON(CH_2CH_2)_2NH$ |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H | $CONHC(CH_2)_2COOCH_3$ |
| $OCF_3$ | H | H | $CONHC(CH_2)_2COOH$ |
| $OCF_3$ | H | H | $CONHC(CH_2)_2CONH_2$ |
| $OCF_3$ | H | H | $CON(CH_2)_2N(CH_3)_2$ |
| $OCF_3$ | H | H | $CONHCH_3$ |
| $OCF_3$ | H | H | $CON(CH_3)_2$ |
| $OCF_3$ | H | H | $COOCH_3$ |
| $OCF_3$ | H | H | $CONHCH(CH_3)CONH_2$ (S) |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H | $CONHC(CH_3)_3$ |
| $OCF_3$ | H | H | $CON(CH_3)_2CH_2OH$ |
| $OCF_3$ | H | H | $CONHCH(CH_3)CONH_2$ (R) |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | $CH_3$ | $CH_3$ |
| $OCF_3$ | H | $CH_3$ | $COOH$ |
| $OCF_3$ | H | $CH_3$ | $CONH_2$ |
| $OCF_3$ | H | H | $CONHCH_2CONH_2$ |

| $R^6$ | $R^7$ | $R^2$ | $R^1$ |
|---|---|---|---|
| $OCF_3$ | H | Cl | $CH_3$ |
| $OCF_3$ | H | Cl | $CONH_2$ |
| $OCF_3$ | H | H | $NHCONH_2$ |
| $CF_3$ | H | H | $CH_3$ |
| $CF_3$ | H | H | H |
| $CF_3$ | H | H | COOH |
| $CF_3$ | H | H | $CONH_2$ |
| $CF_3$ | H | H |  |
| $CF_3$ | H | H | SH |
| $CF_3$ | H | H | $S\text{-}COCH_3$ |
| $CF_3$ | H | H | Cl |
| $CF_3$ | H | H | CN |
| $CF_3$ | H | H |  |
| $CF_3$ | 5-F | H | $CH_3$ |
| $CF_3$ | 5-F | H | COOH |
| $CF_3$ | 5-F | H | $CONH_2$ |
| $CF_3$ | 4-F | H | $CONH_2$ |
| $CF_3$ | 4-Cl | H | $CONH_2$ |
| Cl | 6-Cl | H | $CONH_2$ |
| $CF_3$ | $6\text{-}CF_3$ | H | COOH |
| $CF_3$ | $6\text{-}CF_3$ | H | $CONH_2$ |

| $R^6$ | $R^7$ | $R^2$ | $R^1$ |
|---|---|---|---|
| $CF_3$ | 4-$CF_3$ | H | $CH_3$ |
| $CF_3$ | 4-$CF_3$ | H | COOH |
| $CF_3$ | 4-$CF_3$ | H | $CONH_2$ |
| $CF_3$ | 4-$CF_3$ | H |  |
| O-Ph | H | H | $CH_3$ |
| O-Ph | H | H | COOH |
| O-Ph | H | H | $CONH_2$ |
| H | O-Ph | H | $CONH_2$ |
| Cl | H | H | $CH_3$ |
| H | 3-Cl | H | $CH_3$ |
| -$SO_2$NH-tBu | H | H | $CH_3$ |
| -$SO_2NH_2$ | H | H | $CH_3$ |
| -CONH-tBu | H | H | $CH_3$ |
| -$CONH_2$ | H | H | $CH_3$ |
| -CONH-tBu | H | H | COOH |
| -CONH-tBu | H | H | $CONH_2$ |
| Cl | 3-Cl | H | COOH |
| Cl | 3-Cl | H | $CONH_2$ |
| Cl | 3-Cl | H | $COOCH_3$ |
| -$SO_2$NH-tBu | H | H | COOH |
| -$SO_2NH_2$ | H | H | COOH |
| -$SO_2$NH-tBu | H | H | $CONH_2$ |

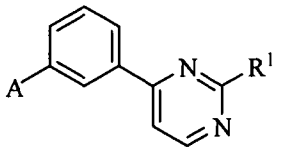
| $R^6$ | $R^7$ | $R^2$ | $R^1$ |
|---|---|---|---|
| $-SO_2NH_2$ | H | H | $CONH_2$ |
| OtBu | H | H | $CH_3$ |
| OtBu | H | H | COOH |
| OtBu | H | H | $CONH_2$ |
|  | H | H | $CH_3$ |
|  | H | H | COOH |
|  | H | H | $CONH_2$ |
| $OCH_2CF_3$ | H | H | $CH_3$ |
| $OCH_2CF_3$ | H | H | COOH |
| $OCH_2CF_3$ | H | H | $CONH_2$ |
| CHO | H | H | $CONH_2$ |
| H | 3-$CF_3$ | H | $CONH_2$ |
| H | 4-$CF_3$ | H | $CONH_2$ |
| H | 3-F | H | $CONH_2$ |
| H | 4-Cl | H | $CONH_2$ |
| H | 4-F | H | $CONH_2$ |
|  | H | H | $CONH_2$ |
| $OCH_3$ | 3-$OCH_3$ | H | $CONH_2$ |
| $OCH_3$ | 5-Cl | H | $CONH_2$ |
| $CH_3$ | H | H | $CONH_2$ |
| $CH_3$ | 3-F | H | $CONH_2$ |

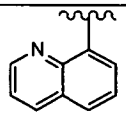
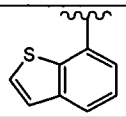
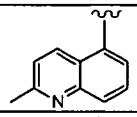
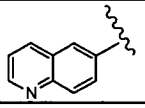
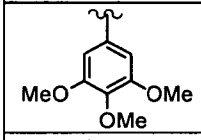
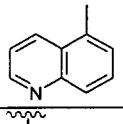
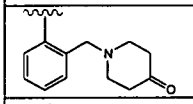
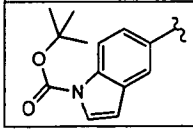
| $R^6$ | $R^7$ | $R^2$ | $R^1$ |
|---|---|---|---|
|  | H | H | $CONH_2$ |
| H | 4-($CH_2OH$) | H | $CONH_2$ |
| H | 3-Cl | H | $CONH_2$ |
| H | 3-OEt | H | $CONH_2$ |
| H | 4-OEt | H | $CONH_2$ |
| F | H | H | $CONH_2$ |
| $CH_3$ | 6-$CH_3$ | H | $CONH_2$ |
| H | 4-tBu | H | $CONH_2$ |
| H | 4-$OCF_3$ | H | $CONH_2$ |
| H | 4-$COCH_3$ | H | $CONH_2$ |
| H | 3-$COCH_3$ | H | $CONH_2$ |
| H | 3-($CH_2OH$) | H | $CONH_2$ |
| H | 4-CN | H | $CONH_2$ |
| H | 3-$OCF_3$ | H | $CONH_2$ |
| F | 4-F | H | $CONH_2$ |
| H | H | H | $CONH_2$ |
| $OCF_3$ | 4-N(Me)$SO_2$Me | H | $CH_3$ |
| $OCF_3$ | 4-N(Me)$SO_2$Me | H | $CONH_2$ |
| $OCF_3$ | 4-NHCO-tBu | H | $CH_3$ |
| $OCF_3$ | 4-NHCO-tBu | H | COOH |
| $OCF_3$ | 4-NHCO-tBu | H | $CONH_2$ |

| $R^6$ | $R^7$ | $R^2$ | $R^1$ |
|---|---|---|---|
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H |  |
| $OCF_3$ | H | H | $-CH_2CONH_2$ |
| $OCF_3$ | H | H | $-CH_2CN$ |
| $OCF_3$ | H | H | $-SO_2NHtBu$ |
| $OCF_3$ | H | H | $-SO_2NH_2$ |
| $OCF_3$ | H | H | $-SO_2NHMe$ |
| $OCF_3$ | H | H | $-CH_2OH$ |
| $OCF_3$ | H | H | -CH(Me)OH |
| $OCF_3$ | H | H | $-CH_2NHCOCH_3$ |
| $OCF_3$ | H | H | $-CH_2OSO_2NH_2$ |
| $OCF_3$ | H | H | $-NHCH_3$ |
| $OCF_3$ | H | H | -NH-CH($CH_3$)2 |
| $OCF_3$ | H | H |  |

or a pharmaceutically acceptable salt thereof.

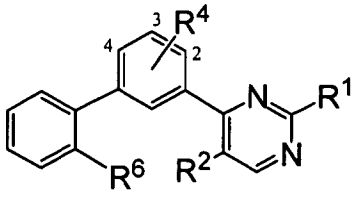
35. (Original) The compound of Claim 1 represented by



| A | R1 |
|---|---|
|  | $CONH_2$ |
|  | $CONH_2$ |
|  | $CONH_2$ |
|  | $CONH_2$ |
|  | $CONH_2$ |
|  | $CONH_2$ |
|  | $CONH_2$ |
|  | $CONH_2$ |
|  | $CONH_2$ |

or a pharmaceutically acceptable salt thereof.

36. (Original) The compound of Claim 1 represented by

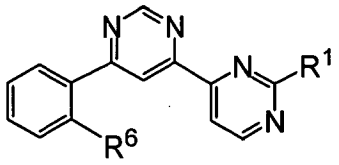


| $R^6$ | $R^4$ | $R^2$ | $R^1$ |
|---|---|---|---|
| $OCF_3$ | 4-F | H | $CH_3$ |
| $OCF_3$ | 4-F | H | COOH |
| $OCF_3$ | 4-F | H | $COOCH_3$ |
| $OCF_3$ | 4-F | H | $CONH_2$ |
| $CF_3$ | 4-F | H | $COOCH_3$ |
| $CF_3$ | 4-F | H | $CONH_2$ |
| $CF_3$ | 4-F | H | $CH_3$ |
| $OCF_3$ | 2-$OCH_2Ph$ | H | $CH_3$ |
| $OCF_3$ | 2-OH | H | $CH_3$ |
| $OCF_3$ | 4-NHAc | H | $CH_3$ |
| $OCF_3$ | 4-NHAc | H | $COOCH_3$ |
| $OCF_3$ | 4-NHAc | H | $CONH_2$ |
| $OCF_3$ | 2-F | H | $CH_3$ |
| $OCF_3$ | 2-F | H | $COOCH_3$ |
| $OCF_3$ | 2-F | H | $CONH_2$ |
| $OCF_3$ | 4-Br | H | $CH_3$ |
| $OCF_3$ | 4-Br | H | $COOCH_3$ |
| $OCF_3$ | 4-Br | H | $CONH_2$ |
| $OCF_3$ | 4-Br | H | COOH |
| $OCF_3$ | 4-Ph | H | $CH_3$ |
| $OCF_3$ | 4-Ph | H | $COOCH_3$ |
| $OCF_3$ | 4-Ph | H | $CONH_2$ |
| $OCF_3$ | 4-Cl | H | $CH_3$ |
| $OCF_3$ | 4-Cl | H | $COOCH_3$ |
| $OCF_3$ | 4-Cl | H | COOH |
| $OCF_3$ | 4-Cl | H | $CONH_2$ |
| $OCF_3$ | 2-Cl | H | $CH_3$ |
| $OCF_3$ | 2-Cl | H | $COOCH_3$ |
| $OCF_3$ | 2-Cl | H | $CONH_2$ |
| $OCH_2CF_3$ | 4-F | H | $CH_3$ |
| $OCH_2CF_3$ | 4-F | H | $COOCH_3$ |

| $R^6$ | $R^4$ | $R^2$ | $R^1$ |
|---|---|---|---|
| $OCH_2CF_3$ | 4-F | H | COOH |
| $OCH_2CF_3$ | 4-F | H | $CONH_2$ |
| H | 4- $OCH_2CF_3$ | H | $CONH_2$ |
| $OCF_3$ | 4-F | $CH_3$ | $CH_3$ |
| $OCF_3$ | 4-F | $CH_3$ | $COOCH_3$ |
| $OCF_3$ | 4-F | $CH_3$ | $CONH_2$ |
| F | 4- $OCH_2CF_3$ | H | $CONH_2$ |

or a pharmaceutically acceptable salt thereof.

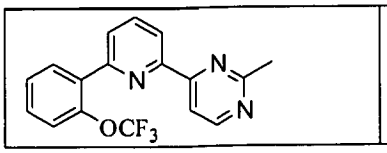
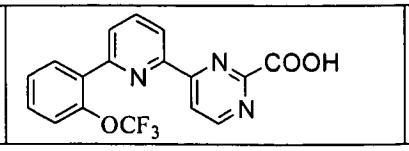
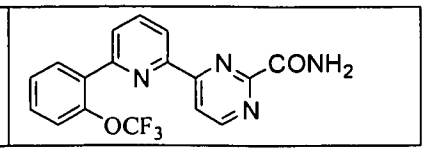
37. (Currently Amended) The compound of Claim 1 represented by

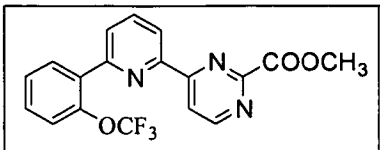
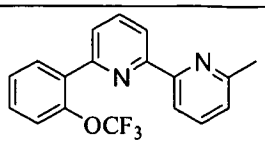
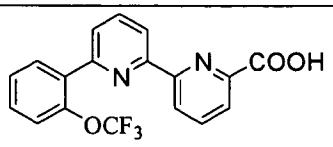
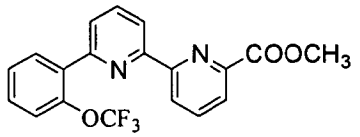
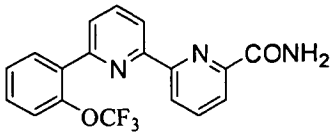


| $R^6$ | $R^{2\cancel{1}}$ |
|---|---|
| $CF_3$ | $CH_3$ |
| $CF_3$ | COOH |
| $CF_3$ | $CONH_2$ |
| $OCF_3$ | $CH_3$ |
| $OCF_3$ | COOH |
| $OCF_3$ | $CONH_2$ |

or a pharmaceutically acceptable salt thereof.

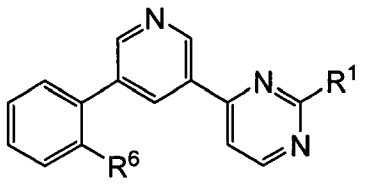
38. (Original) A compound represented by

| | | |
|---|---|---|
|  |  |  |
|  |  | |

or a pharmaceutically acceptable salt thereof.

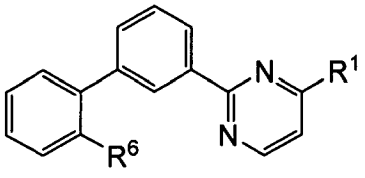
39. (Original) The compound of Claim 1 represented by



| R6 | R1 |
|---|---|
| $OCF_3$ | $CH_3$ |
| $OCF_3$ | COOH |
| $OCF_3$ | $COOCH_3$ |
| $OCF_3$ | $CONH_2$ |

or a pharmaceutically acceptable salt thereof.

40. (Original) The compound of Claim 1 represented by



| R6 | R1 |
|---|---|
| $OCF_3$ | $CH_3$ |
| $OCF_3$ | COOH |
| $OCF_3$ | $CONH_2$ |

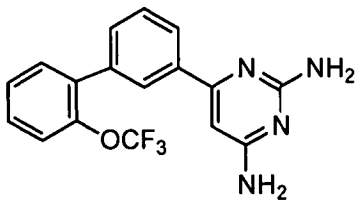
| | |
|---|---|
| $CF_3$ | $CH_3$ |
| $CF_3$ | COOH |
| $CF_3$ | $CONH_2$ |

or a pharmaceutically acceptable salt thereof.

41. (Cancelled)

42. (Cancelled)

43. (Original) A compound represented by




or a pharmaceutically acceptable salt thereof.

44. (Original) A pharmaceutical composition comprising a therapeutically effective amount of the compound according to Claim 1, or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

45. (Currently Amended) The pharmaceutical composition according to Claim ~~42~~ 44, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs, xii) selective serotonin reuptake inhibitors, xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

46. (Cancelled)

47. (Cancelled)

48. (Cancelled)

49. (Cancelled)

50. (Cancelled)

51. (Cancelled)

52. (Cancelled)

53. (Cancelled)

54. (Cancelled)

55. (Cancelled)

56. (Cancelled)

57. (Cancelled)

58. (Cancelled)